

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

| | | |
|--|---|--------------------------------------|
| AUTO UNDERWRITERS PORTFOLIO |) | Case Number 07 C 7160 |
| ACQUISITION COMPANY, INC., a Texas |) | |
| corporation, AUTO UNDERWRITERS |) | |
| FINANCE COMPANY, INC., a Texas |) | |
| Corporation, AUTO UNDERWRITERS OF |) | |
| AMERICA, a California corporation, |) | |
| |) | Honorable Judge David H. Coar |
| Plaintiffs, |) | |
| |) | |
| v. |) | Magistrate Judge Susan E. Cox |
| |) | |
| AGM, LLC, a Delaware limited liability |) | |
| company, |) | |
| |) | |
| Defendant. |) | |

SECOND DECLARATION OF GREGORY BELL

I, Gregory Bell, being first duly sworn upon oath, depose and state as follows:

1. I am over 18 years of age and make this declaration based on my own personal knowledge, or on information and belief where specified. I could and would testify to the matters set forth below if called upon to do so.

2. I am currently employed as Manager of AGM, LLC ("AGM"), the defendant in this case. In that capacity, I provided a declaration – executed and notarized on February 6, 2008 – regarding the partners of AGM's sole owner, Lancelot Investors Fund LP, and referencing a limited partner of Lancelot Investors Fund LP who is a California citizen.

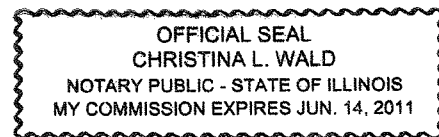
3. The California limited partner referred to in my February 6, 2008, declaration was a California citizen and limited partner of Lancelot Investors Fund LP on December 20, 2007, and has remained a California citizen and limited partner of Lancelot Investors Fund LP since that date.

I declare under penalty of perjury that the foregoing is true and correct.



Gregory Bell
Manager, AGM, LLC

Executed: March 20, 2008



christina l. wald